

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re :  
:  
DELPHI CORPORATION, et al., : Chapter 11  
:  
Debtors. : Case No. 05 – 44481 (RDD)  
:  
: (Jointly Administered)  
:  
-----X

ORDER UNDER 11 U.S.C. § 105 ENFORCING PROTECTIONS  
OF 11 U.S.C. §§ 362 AND 525 AND APPROVING NOTICE TO  
CUSTOMERS, SUPPLIERS, AND OTHER STAKEHOLDERS OF  
DEBTORS' NON-DEBTOR GLOBAL AFFILIATES

("NON-DEBTOR GLOBAL AFFILIATES NOTICE ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"), of Delphi Corporation ("Delphi") and certain subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for entry of an order (the "Order") under section 105 of the Bankruptcy Code (a) enforcing the protections of sections 362 and 525 of the Bankruptcy Code and (b) approving notice to customers, suppliers, and other stakeholders of the Debtors' non-debtor global subsidiaries and affiliates (the "non-Debtor Global Affiliates"); and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that

proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. All persons (including individuals, partnerships, and corporations, and all those acting for or on their behalf), and all foreign or domestic governmental units (and all those acting for or on their behalf) are hereby stayed, restrained, and enjoined from:
  - (a) Commencing or continuing any judicial, administrative, or other proceeding against the Debtors, including the issuance or employment of process that was or could have been commenced before any of the Debtors' chapter 11 cases were commenced, or recovering a claim against any of the Debtors that arose before the commencement of any of their chapter 11 cases;
  - (b) Enforcing a judgment obtained before the commencement of any of the Debtors' chapter 11 cases against any of the Debtors or against property of any of the Debtors;
  - (c) Taking any action to obtain possession of property of any of the Debtors or of property from any of the Debtors;
  - (d) Taking any action to create, perfect, or enforce any lien against property of any of the Debtors, to the extent that such lien secures a claim that

arose before the commencement of any of the Debtors' chapter 11 cases;

(e) Taking any action to collect, assess, or recover a claim against any of the Debtors that arose before the commencement of any of their chapter 11 cases; and

(f) Offsetting any debt owing to any of the Debtors that arose before the commencement of any of the Debtors' chapter 11 cases against any claim against any of the Debtors.

3. All persons and all foreign and domestic governmental units, and all those acting on their behalf, including sheriffs, marshals, constables, and other or similar law enforcement officers and officials are stayed, restrained, and enjoined from in any way, seizing, attaching, foreclosing upon, levying against, or in any other way interfering with, any and all of the property of any of the Debtors, wherever located.

4. This Order shall not affect the exceptions to the automatic stay contained in section 362(b) of the Bankruptcy Code or the right of any party in interest to seek relief from the automatic stay in accordance with section 362(d) of the Bankruptcy Code. In addition, this Order shall not affect the substantive rights of any party.

5. Pursuant to section 525 of the Bankruptcy Code, all governmental units are prohibited and enjoined from denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to, condition such a grant to, or discriminate with respect to such a grant against, any of the Debtors solely because one or all of the Debtors (a) are debtors under the Bankruptcy Code, (b) may

have been insolvent before the commencement of the Debtors' chapter 11 cases, or (c) may be insolvent during the pendency of the Debtors' chapter 11 cases.

6. The non-Debtor Global Affiliates have not filed for protection under chapter 11 of the Bankruptcy Code and may continue to operate their businesses, without regard to the provisions and restrictions of the Bankruptcy Code.

7. The form of notice, substantially in the form of the notice attached as Exhibit A, is approved.

8. The Debtors are authorized to cause the notice attached as Exhibit A to be translated into as many languages as may be deemed necessary and to distribute such notice as the Debtors deem appropriate.

9. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

10. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
October 13, 2005

/s/ ROBERT D. DRAIN

UNITED STATES BANKRUPTCY JUDGE

Exhibit A

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
	: Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	:
	:
	: Case No. 05 – 44481 (RDD)
Debtors.	:
	:
	: (Jointly Administered)
	:
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**NOTICE**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"),<sup>1</sup> debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

2. The Debtors' non-U.S. subsidiaries and affiliates have not filed for chapter 11 protection.

3. As confirmed in the Order Under 11 U.S.C. § 105 (a) Enforcing the Protections of 11 U.S.C. §§ 362 and 525 and (b) Approving Notice to Customers, Suppliers, and Other Stakeholders of the Debtors' non-Debtor Global Affiliates entered by the Bankruptcy Court on October 7, 2005, Delphi's non-

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1 In addition to Delphi, the following entities are debtors in these chapter 11 cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holdings Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, and Specialty Electronics, Inc., and Specialty Electronics International Ltd.

U.S. subsidiaries and affiliates are not subject to Bankruptcy Court supervision or the chapter 11 process.

Dated: October 7, 2005

Exhibit A To Notice

**Delphi Corporation's Non-Filing Domestic And Worldwide Subsidiaries And Affiliates**

**A. Non-Filing Domestic Entities**

1. Delphi Receivables LLC (Delaware)
2. Delphi Furukawa Wiring Systems LLC (Delaware)
3. Delphi Automotive Systems – Ashimori LLC (Michigan)
4. Delphi Foundation, Inc. (Michigan)
5. Delphi Trust I (Delaware)
6. Delphi Trust II (Delaware)
7. Delphi Trust III (Delaware)
8. Delphi Trust IV (Delaware)
9. HE Microwave LLC (Delaware)
10. MobileAria, Inc. (Delaware)
11. EnerDel, Inc. (Delaware)
12. InPlay Technologies, Inc. (Nevada)
13. PBR Knoxville L.L.C. (Delaware)
14. SpaceForm, Inc. (Delaware)

**B. Non-Filing Foreign Entities**

1. Alambrados y Circuitos Eléctricos, S.A. de C.V. (Mexico)
2. Arcomex S.A. de C.V. (Mexico)
3. Arneses Electricos Automotrices, S.A. de C.V. (Mexico)
4. AS Catalizadores Ambientales S.A. de C.V. (Mexico)
5. ASEC Manufacturing (Thailand) Ltd. (Thailand)
6. ASEC Private Limited (India)
7. Ashimori Industry Co., Ltd. (Japan)
8. Autoensambles y Logistica, S.A. de C.V. (Mexico)
9. Beijing Delphi Technology Development Company, Ltd. (Peoples Republic of China)
10. Beijing Delphi Wan Yuan Engine Management Systems Company, Ltd. (Peoples Republic of China)
11. BGMD Servicios Automotivos Ltda. (Brazil)
12. BlueStar Battery Systems International Corp. (Canada)
13. Bujias Mexicanas, S.A. de C.V. (Mexico)
14. Cablena, S.L (Spain)
15. Calsonic Harrison Co., Ltd. (Japan)
16. Centro Técnico Herramental, S.A. de C.V. (Mexico)
17. Closed Joint Stock Company PES/SCC (Russian Federation)
18. Condura, S. de R.L. (Mexico)
19. Controladora Chihuahuense, S. de R.L. de C.V. (Mexico)
20. Controladora de Alambrados y Circuitos Eléctricos, S. de R.L. de C.V. (Mexico)
21. Controladora de Alambrados y Circuitos, S. de R.L. de C.V. (Mexico)
22. Controladora de Rio Brave, S. de R.L. de C.V. (Mexico)

23. Controladora Vesfron, S. de R.L. de C.V. (Mexico)
24. Cordaflex Espana, S.A. (Spain)
25. Cordaflex, S.A. de C.V. (Mexico)
26. Daehan Electronics Yantai Co., Ltd. (Peoples Republic of China)
27. Daesung Electric Co., Ltd. (Korea)
28. Daewoo Motor Co., Ltd. (Korea)
29. Del Tech Co., Ltd. (Korea)
30. Delphi (China) Technical Centre Co. Ltd. (Peoples Republic of China)
31. Delphi Administración, S.A. de C.V. (Mexico)
32. Delphi Alambros Automotrices, S.A. de C.V. (Mexico)
33. Delphi Automotive Systems – Portugal S.A. (Portugal)
34. Delphi Automotive Systems (China) Holding Company Limited (Peoples Republic of China)
35. Delphi Automotive Systems (Netherlands) B.V. (Netherlands)
36. Delphi Automotive Systems (Thailand) Ltd. (Thailand)
37. Delphi Automotive Systems Australia Ltd. (Australia)
38. Delphi Automotive Systems Cinq SAS (France)
39. Delphi Automotive Systems Deutschland Verwaltungs GmbH (Federal Republic of Germany)
40. Delphi Automotive Systems do Brasil Ltda. (Brazil)
41. Delphi Automotive Systems Espana S.L. (Spain)
42. Delphi Automotive Systems Holding GmbH (Austria)
43. Delphi Automotive Systems Huit SAS (France)
44. Delphi Automotive Systems Japan, Ltd. (Japan)
45. Delphi Automotive Systems Limited Sirketi (Turkey)
46. Delphi Automotive Systems Luxembourg S.A. (Luxembourg)
47. Delphi Automotive Systems Maroc (Morocco)
48. Delphi Automotive Systems Neuf SAS (France)
49. Delphi Automotive Systems Philippines, Inc. (Philippines)
50. Delphi Automotive Systems Private Ltd. (India)
51. Delphi Automotive Systems Singapore Investments Pte. Ltd (Singapore)
52. Delphi Automotive Systems Singapore Pte Ltd. (Singapore)
53. Delphi Automotive Systems Sweden AB (Sweden)
54. Delphi Automotive Systems UK Limited (England and Wales)
55. Delphi Automotive Systems Vienna GmbH (Austria)
56. Delphi Automotive Systems, S.A. de C.V. (Mexico)
57. Delphi Automotive Systems/Ashimori de Mexico, S.A. de C.V. (Mexico)
58. Delphi Automotive Systems -Portugal S.A. (Portugal)
59. Delphi Belgium N.V. (Belgium)
60. Delphi Cableados, S.A. de C.V. (Mexico)
61. Delphi Calsonic Compressors, S.A.S. (France)
62. Delphi Canada Inc. (Ontario)
63. Delphi Catalyst South Africa (Proprietary) Limited (South Africa)
64. Delphi Connection Systems - Tijuana, S.A. de C.V. (Mexico)
65. Delphi Controladora, S.A. de C.V. (Mexico)
66. Delphi Czech Republic, k.s. (Czech Republic)
67. Delphi Daesung Wuxi Electronics Co., Ltd. (Peoples Republic of China)
68. Delphi de Mexico, S.A. de C.V. (Mexico)
69. Delphi Delco Electronic Systems Suzhou Co., Ltd. (Peoples Republic of China)
70. Delphi Delco Electronics de Mexico, S.A. de C.V. (Mexico)
71. Delphi Delco Electronics Europe GmbH (Federal Republic of Germany)
72. Delphi Deutschland GmbH (Federal Republic of Germany)

73. Delphi Deutschland Technologies GmbH (Federal Republic of Germany)
74. Delphi Diesel Body Systems Mexico, S.A. de C.V. (Mexico)
75. Delphi Diesel Body Systems, S.A. de C.V. (Mexico)
76. Delphi Diesel Systems Corporativo IDSA, S.A. de C.V. (Mexico)
77. Delphi Diesel Systems do Brasil Ltda. (Brazil)
78. Delphi Diesel Systems France SAS (France)
79. Delphi Diesel Systems Korea Ltd. (Korea)
80. Delphi Diesel Systems Limited (England and Wales)
81. Delphi Diesel Systems Pakistan (Private) Limited (Pakistan)
82. Delphi Diesel Systems Pension Trustees Limited (England and Wales)
83. Delphi Diesel Systems S.L. (Spain)
84. Delphi Diesel Systems Service Mexico, S.A. de C.V. (Mexico)
85. Delphi Diesel Systems, S.A. de C.V. (Mexico)
86. Delphi Electronic Suzhou Co. Ltd. (Peoples Republic of China)
87. Delphi Ensemble de Cables y Componentes, S. de R.L. de C.V. (Mexico)
88. Delphi France Holding SAS (France)
89. Delphi France SAS (France)
90. Delphi Harrison Calsonic, S.A. (France)
91. Delphi Holding GmbH (Austria)
92. Delphi Holding Hungary Asset Management Limited Liability Company (Hungary)
93. Delphi Holdings Luxembourg S.ar.l. (Luxembourg)
94. Delphi Insurance Limited (Ireland)
95. Delphi Interior Systems de Mexico, S.A. de C.V. (Mexico)
96. Delphi International Holdings Corporation Luxembourg S.C.S. (Luxembourg)
97. Delphi Italia Automotive Systems S.r.l. (Republic of Italy)
98. Delphi Korea Corporation (Korea)
99. Delphi Lockheed Automotive Limited (England and Wales)
100. Delphi Lockheed Automotive Pension Trustees Limited (England and Wales)
101. Delphi Otomotiv Sistemleri Sanayi ve Ticaret Anonim Sirket (Turkey)
102. Delphi Packard Austria GmbH & Co. KG (Austria)
103. Delphi Packard Electric Sielin Argentina S.A. (Argentina)
104. Delphi Packard Electric (Malaysia) Sdn. Bhd. (Malaysia)
105. Delphi Packard Electric Ceska Republika, S.R.O. (Czech Republic)
106. Delphi Packard Electric Sielin Argentina S.A. (Argentina)
107. Delphi Packard Electric Systems Company Ltd. (Peoples Republic of China)
108. Delphi Packard Espana, SLU (Spain)
109. Delphi Packard Hungary Kft (Hungary)
110. Delphi Packard Romania SRL (Romania)
111. Delphi Poland S.A. (Poland)
112. Delphi Polska Automotive Systems Sp. z.o.o. (Poland)
113. Delphi Saginaw Lingyun Drive Shaft Co., Ltd. (Peoples Republic of China)
114. Delphi Saginaw Steering Systems UK Limited (England and Wales)
115. Delphi Shanghai Dynamics and Propulsion Systems Co. Ltd. (Peoples Republic of China)
116. Delphi Sistemas de Energia, S.A. de C.V. (Mexico)
117. Delphi Slovensko s.r.o. (Slovak Republic)
118. Delphi Tychy Sp. z.o.o. (Poland)
119. Delphi-Calsonic Hungary Manufacturing Limited Liability Company (Hungary)
120. Delphi-TVS Diesel Systems Ltd. (India)
121. DEOC Pension Trustees Limited (England and Wales)
122. Diavia Aire, S.A. (Spain)



123. Electrotecnica Famar S.A.C.I.I.E. (Argentina)
124. Famar do Brasil Comercio e Representacao Ltda. (Brazil)
125. Famar Fuegoína, S.A. (Argentina)
126. FUBA Automotive GmbH & Co. KG (Federal Republic of Germany)
127. Gabriel de Mexico, S.A. de C.V. (Mexico)
128. Grundig Car InterMedia System GmbH (Federal Republic of Germany)
129. Grundig Sistemas de Electronica Lda., Portugal (Portugal)
130. Grundig Sistemas de Electronica, Lda., (Portugal)
131. Holdcar S.A. (Argentina)
132. Inmobiliaria Marlis, S.A. (Mexico)
133. Inmuebles Wagon, S.A. (Mexico)
134. Interessengemeinschaft fur Rundfunkschutzrechte GmbH (Federal Republic of Germany)
135. Interessengemeinschaft fur Rundfunkschutzrechte GmbH Schutzrechtsverwertung & Co. KG (Federal Republic of Germany)
136. Katcon, S.A. de C.V. (Mexico)
137. KDAC (Thailand) Company Limited (Thailand)
138. KDS Company, Ltd. (Korea)
139. Korea Delphi Automotive Systems Corporation (Korea)
140. Korea Technology Bank Network (Korea)
141. Mecel AB (Sweden)
142. Noteco Comércio e Participacoes Ltda. (Brazil)
143. NSK Ltd. (Japan)
144. On Se Telecom Co. Ltd. (Korea)
145. P.T. Delphi Automotive Systems Indonesia (Indonesia)
146. Packard Korea Incorporated (Korea)
147. Productos Delco de Chihuahua, S.A. de C.V. (Mexico)
148. Promotora de Partes Electricas Automotrices S.A. de C.V. (Mexico)
149. PROSTEP AG (Federal Republic of Germany)
150. Proveedora de Electricidad de Occidente, S.A. de C.V. (Mexico)
151. Quingdao Daesung Electronic (Peoples Republic of China)
152. Rio Bravo Eléctricos, S.A. de C.V. (Mexico)
153. Shanghai Delco Electronics & Instrumentation Co., Ltd. (Peoples Republic of China)
154. Shanghai Delphi Automotive Air-conditioning Systems Co., Ltd. (Peoples Republic of China)
155. Shanghai Delphi Emission Control Systems Company, Ltd. (Peoples Republic of China)
156. Shanghai-Delphi Automotive Door Systems Co., Ltd. (Peoples Republic of China)
157. Shengyang Huali Automotive Air-conditioning Co. Ltd. (Peoples Republic of China)
158. Sistemas Electricos y Conmutadores, S.A. de C.V. (Mexico)
159. Speciality Electronics (Singapore) Pte Ltd. (Singapore)
160. Taiwan Representative Office of Delphi Automotive Systems International, Inc. (Peoples Republic of China)
161. TECCOM GmbH (Federal Republic of Germany)
162. TecDoc Information Systems GmbH (Federal Republic of Germany)
163. Termoelectrica del Golfo, S. de R.L. de C.V. (Mexico)
164. Unterstutzungsgesellschaft der Kabelwerke Reinshagen GmbH (Federal Republic of Germany)
165. Wuhan Shenlong Automotive Air-conditioning Co. Ltd. (Peoples Republic of China)
166. Yeon Kyung Electronics Co., Ltd (Korea)